

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 620976

CABLE ADDRESSES

CRAVATH, N. Y.

CRAVATH, PARIS

CRAVATH, LONDON E. C. 2

RECORDATION NO. 12778-B Filed 1425

SEP 28 1981 12:20 PM

INTERSTATE COMMERCE COMMISSION

1-2771A016

No. SEP 28 1981

Date

Fee 20.00

Washington, D. C.

COUNSEL

MAURICE T. MOORE

MARLYNE E. MAW

ROSWELL L. GILPATRICK

ALBERT R. CONNELLY

ALAN BRESLIN, JR.

GEORGE B. TURNER

FRANK H. DETWEILER

GEORGE G. TYLER

JOHN H. MORSE

HAROLD R. MEDINA, JR.

CHARLES R. LINTON

WILLIAM B. MARSHALL

ROYALL VICTOR

ALLEN H. MERRILL

4, PLACE DE LA CONCORDE

78008 PARIS, FRANCE

TELEPHONE: 265-81-54

TELEX: 290530

33 THROGMORTON STREET

LONDON, EC2N 2BR, ENGLAND

TELEPHONE 1-606-1421

TELEX: 8614901

RALPH L. MCAFEE
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL

FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID G. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER

September 24, 1981

Amendment Agreement Dated as of July 24, 1981
Amending Conditional Sale Agreement
Filed under Recordation No. 12778

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of The Dow Chemical Company for filing and recordation counterparts of the following document:

Amendment Agreement dated as of July 24, 1981, among The Dow Chemical Company, as Lessee, The Connecticut Bank and Trust Company, as Trustee, Mercantile-Safe Deposit and Trust Company, as Agent, C.I.T. Corporation, as Owner-Participant, New York Life Insurance Company, as Investor, and Procor Limited, as Builder.

The Amendment Agreement amends a Conditional Sale Agreement dated as of December 15, 1980, previously filed and recorded with the Interstate Commerce Commission on January 19, 1981, at 11:40 a.m., Recordation Number 12778.

NOTE - CROSS INDEX under
12 779

Mrs. Lee -
we think this
will be
12 778-B

Cambridge - Wilfred Lynch

SEP 28 1981
12 13 PM '81

The Amendment Agreement amends the Conditional Sale Agreement to reflect the Units of Equipment delivered and accepted prior to June 30, 1981.

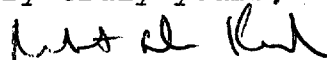
Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 12778-B.

CROSS INDEX
NOTE Please cross-index the Amendment Agreement under Recordation Number 12779.

Enclosed is a check for \$20 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement and to cover the requested cross-indexing referred to above.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,



Robert Kindler
as Agent for The Dow Chemical
Company.

Ms. Agatha L. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

CourtLink Details for ** Case: 1:99cv02560 **

Date Printed: 10/8/99 12:57:23 PM
Court: Federal District Court -- Southern District of Florida (Miami)
Case: Holmes v. Baker, et al
Judge: Judge Federico A. Moreno
Filed On: 09/23/99
Note: Dkt# in other court: None

Names

Litigant

Litigant's Attorney

H. ROBERT HOLMES, As Trustee
For the Holmes Family Trust,
On behalf of Himself and All
others Similarly Situated,
plaintiff

Kenneth J. Vianale
[COR LD NTC]
Milberg Weiss Bershad Hynes &
Lerach
5355 Town Center Road
Suite 900
Boca Raton, FL 33486
561-361-5000

intended in litigation law copying

v.

DALE S. BAKER
defendant

GARLAN BRAITHWAITE
defendant

AVIATION SALES COMPANY
defendant

***** End of Report *****

CourtLink Details for ** Case: 1:99cv02560 **

Date Printed: 10/8/99 12:57:51 PM

Court: Federal District Court -- Southern District of Florida (Miami)

Case: Holmes v. Baker, et al

Judge: Judge Federico A. Moreno

Filed On: 09/23/99

Note: Dkt# in other court: None

Docket

Sub #	Date	Description
		Docket as of September 30, 1999 10:34 pm
1	9/23/99	CLASS ACTION COMPLAINT filed; A-3 RLD: FILING FEE \$150.00 <i>(complaint) ASAP</i> RECEIPT # 711094 (at) [Entry date 09/24/99] [Edit date 09/24/99]
—	9/23/99	Magistrate identification: Magistrate Judge Robert L. Dube (at) [Entry date 09/24/99]
2	9/23/99	SUMMONS() issued for Dale S. Baker (at) [Entry date 09/24/99]
3	9/23/99	SUMMONS() issued for Garlan Braithwaite (at) [Entry date 09/24/99]
4	9/23/99	SUMMONS() issued for Aviation Sales (at) [Entry date 09/24/99]
5	9/24/99	NOTICE of error by H. Robert Holmes (sk) [Entry date 09/29/99]

*** End of Docket ***

***** End of Report *****

SEP 28 1981 12:20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 1 dated as of July 24, 1981, among THE DOW CHEMICAL COMPANY ("Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY ("Agent"), acting as Agent for NEW YORK LIFE INSURANCE COMPANY ("Investor"), THE CONNECTICUT BANK AND TRUST COMPANY, not in its individual capacity, but solely as trustee ("Trustee") under a Trust Agreement dated as of December 15, 1980, with C.I.T. Corporation (the "Owner Participant"), and Procor Limited ("Builder").

WHEREAS the Trustee and the Builder have entered into a Conditional Sale Agreement No. 2 dated as of December 15, 1980 (the "CSA") and the Builder and the Agent have entered into an Agreement and Assignment No. 2 dated as of December 15, 1980 ("CSA Assignment");

WHEREAS the CSA and the CSA Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 19, 1981, and were assigned recordation numbers 12778 and 12778-A, respectively;

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of December 15, 1980 ("Lease");

WHEREAS the parties hereto desire to amend Annex B to the CSA to reflect those Units of Equipment (as defined in the CSA) which were delivered and accepted pursuant to the CSA prior to June 30, 1981;

WHEREAS the Owner Participant has authorized and instructed the Trustee to execute this Amendment Agreement;

WHEREAS the Investor has authorized and instructed the Agent to execute this Amendment Agreement;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Annex B to the CSA is hereby deleted and restated in its entirety as shown in Exhibit A hereto.

2. The CSA Assignment is hereby amended to permit the aforesaid amendment to the CSA as though originally set forth therein.

3. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Article 18 of the CSA and § 10 of the Lease.

4. Except as amended hereby, the CSA and the CSA Assignment shall remain unaltered and in full force and effect.

5. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

6. The terms of this Amendment Agreement No. 1 and all rights and obligations of the parties hereto hereunder shall be governed by and construed in accordance with the laws of the State of Connecticut.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE DOW CHEMICAL COMPANY,

by


JOHN S. WALSHAW
ASSISTANT TREASURER

[Corporate Seal]

Attest:


L. J. HOERLEIN, Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, not in its
individual capacity, but solely
as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Assistant Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST
COMPANY, not in its individual
capacity, but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

PROCOR LIMITED

Per:

Gordon Clifford Mills
Vice-President and General Manager
Rail Car Division

[Corporate Seal]

Attest:

William Elmer McDougall
Secretary and Assistant-Treasurer

Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, not in its
individual capacity, but solely
as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Assistant Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST
COMPANY, not in its individual
capacity, but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

PROCOR LIMITED,

by

Vice President and General
Manager--Rail Division

[Corporate Seal]

Attest:

Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, not in its
individual capacity, but solely
as Agent,

by


Assistant Vice President

[Corporate Seal]

Attest:


Assistant Corporate Trust Officer

THE CONNECTICUT BANK AND TRUST
COMPANY, not in its individual
capacity, but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

PROCOR LIMITED,

by

Vice President and General
Manager--Rail Division

[Corporate Seal]

Attest:

Secretary

Consent of Owner Participant

The Owner Participant hereby consents to the foregoing Amendment Agreement No. 1 and hereby authorizes the Trustee to execute and deliver said Amendment.

C.I.T. CORPORATION

by _____

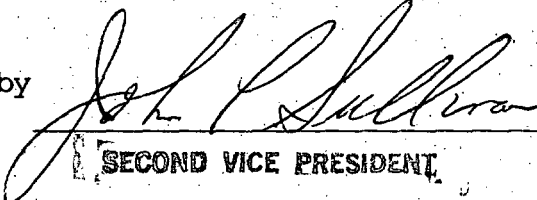
Consent of Investor

The Investor hereby consents to the foregoing Amendment Agreement No. 1 and hereby authorizes the Agent to execute and deliver said Amendment.

NEW YORK LIFE INSURANCE COMPANY

GMB

by

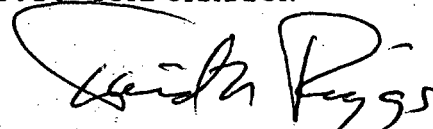

SECOND VICE PRESIDENT

Consent of Owner Participant

The Owner Participant hereby consents to the foregoing Amendment Agreement No. 1 and hereby authorizes the Trustee to execute and deliver said Amendment.

C.I.T. CORPORATION

by



Vice President

Consent of Investor

The Investor hereby consents to the foregoing Amendment Agreement No. 1 and hereby authorizes the Agent to execute and deliver said Amendment.

NEW YORK LIFE INSURANCE COMPANY

by

State of Michigan)
 County of Midland) ss.:

On this 27th day of August 1981, before me personally appeared John S. Halskaw, to me personally known, who being by me duly sworn, says that he is Assistant Treasurer of THE DOW CHEMICAL COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia J. Sibbald
 Notary Public

[Notarial Seal]

My Commission Expires July 21, 1985

STATE OF MARYLAND,))
) ss.:
 CITY OF BALTIMORE,)

On this day of 1981, before me personally appeared , who being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission Expires

)
) ss.:
)

On this day of 1981, before me
 personally appeared , to me personally
 known, who being by me duly sworn, says that he is
 of THE DOW CHEMICAL COMPANY,
 that one of the seals affixed to the foregoing instrument is
 the corporate seal of said Corporation and that said instru-
 ment was signed and sealed on behalf of said Corporation by
 authority of its Board of Directors and he acknowledged that
 the execution of the foregoing instrument was the free act
 and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission Expires

STATE OF MARYLAND,)
) ss.:
 CITY OF BALTIMORE,)

On this 14th day of August 1981, before me
 personally appeared R. E. Schreiber , who being by me
 duly sworn, says that he is an Assistant Vice President of
 MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the
 seals affixed to the foregoing instrument is the seal of said
 Corporation and that said instrument was signed and sealed on
 behalf of said Corporation by authority of its By-laws, and
 he acknowledged that the execution of the foregoing instrument
 was the free act and deed of said Corporation.

Florence H. Gilbert
 Notary Public

[Notarial Seal]

My Commission Expires 7/1/82

STATE OF CONNECTICUT,)
) ss.:
 COUNTY OF HARTFORD,)

On this day of , before me personally appeared , to me personally known, who being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

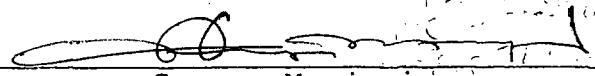
 Notary Public

[Notarial Seal]

My Commission Expires

CANADA)
)
 PROVINCE OF ONTARIO)
)
 JUDICIAL DISTRICT OF HALTON)
)
 TO WIT:)

On this 8th day of September, 1981, at the Town of Oakville, in the Regional Municipality of Halton, in the Province of Ontario, Canada, before me personally appeared Gordon Clifford Mills and William Elmer McDougall, each to me personally known, who, ~~and~~ being duly sworn, say that they are respectively Vice-President and General Manager, Rail Car Division; and Secretary and Assistant-Treasurer of Procor Limited, and that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


 George Manjuris

Barrister and Solicitor and Notary Public, Commission for the taking of affidavits in and for the Province of Ontario, Canada.

My Commission expires at the pleasure of Her Majesty The Queen in Right of the Province of Ontario, Canada

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this 14th day of August 1981, before me personally appeared **DONALD E. SMITH**, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Sheree M. Daniel
Notary Public

[Notarial Seal]

My Commission Expires

SHEREE M. DANIELS
NOTARY PUBLIC
MY COMMISSION EXPIRES 11/20/2011

PROVINCE OF ONTARIO,) ss.:
JUDICIAL DISTRICT OF)
HALTON,)

TO WIT:

On this day of 1981, before me personally appeared , to me personally known, who being by me duly sworn, says that he is a Vice President of PROCOR LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF CONNECTICUT,))
) ss.:
 COUNTY OF HARTFORD,)

On this day of , before me personally appeared , to me personally known, who being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission Expires

PROVINCE OF ONTARIO,))
) ss.:
 JUDICIAL DISTRICT OF)
 HALTON,)

TO WIT:

On this day of 1981, before me personally appeared , to me personally known, who being by me duly sworn, says that he is a Vice President of PROCOR LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission Expires

Annex B
to
Conditional Sale Agreement

<u>Type</u>	<u>Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Road Numbers (Both Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Estimated Time and Place of Delivery</u>
Vacuum Pneumatic Hopper Cars	LO	L254		19	DCLX 7097-7115	\$Can. 71,337	\$Can. 1,355,403	February 1981 F.O.B. Builder's plant at Oakville, Ontario
Ethylene Oxide Cars	105-A-300-W	106-6	Oakville, Ontario	40	DCLX 2000-2038 2040	\$Can. 85,501	\$Can. 3,420,040	February-June 1981 F.O.B. Builder's plant at Oakville, Ontario
<u>Total Units</u>							<u>Total Price</u> \$Can. 4,775,443.00	